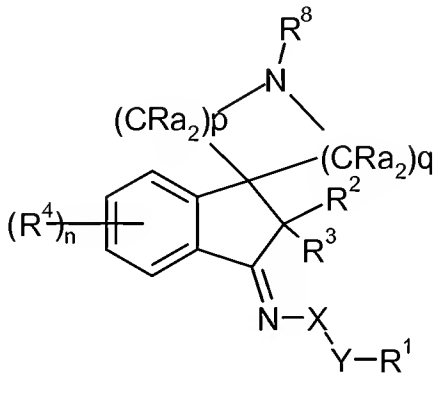
In The Claims:

Please replace the previously presented claim set with the following replacement claim set:

1. (Currently Amended) A compound of formula I:



(I)

wherein

X is O or NR^{11};

R^{11} is hydrogen~~, optionally substituted~~ or C_{1-6} alkyl~~, optionally substituted aryl or optionally substituted heteroaryl~~;

Y is a single bond~~,~~ or C=O~~, C=S or S(O)$_m$~~;

~~m is 0, 1 or 2;~~

R^1 is hydrogen, C_{1-6} alkyl, C_{1-6} haloalkyl, heteroaryl(C_{1-3})alkyl (wherein the heteroaryl group may be optionally substituted by halogen, cyano, C_{1-6} alkyl, C_{1-6} haloalkyl and where the heteroaryl group is a thiazole, pyridine, pyrimidine, pyrazine or pyridazine ring), heteroaryl (optionally substituted by halogen, cyano, C_{1-6} alkyl, C_{1-6} haloalkyl and where the heteroaryl group is a pyridine, pyrimidine, 2,1,3-benzoxadiazole, pyrazine or pyridazine ring), C_{1-6} alkoxy, C_{1-6} alkylamino or heteroaryl(C_{1-3})alkylamino (wherein the heteroaryl group may be optionally substituted by halogen, cyano, C_{1-6} alkyl, C_{1-6} haloalkyl and where the heteroaryl group is a thiazole, pyridine, pyrimidine, pyrazine or pyridazine ring) ~~optionally substituted alkyl, optionally substituted alkoxycarbonyl, optionally substituted alkylcarbonyl, aminocarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted~~

~~heterocyclyloxy, cyano, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, formyl, optionally substituted heterocyclyl, optionally substituted alkylthio, NO or $NR^{13}R^{14}$;~~

~~R^{13} and R^{14} are each independently hydrogen, COR^{15}, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl, or optionally substituted heterocyclyl or R^{13} and R^{14} together with the N atom to which they are attached form a group $N=C(R^{16})NR^{17}R^{18}$;~~

~~R^{15} is H, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted aryl, optionally substituted aryloxy optionally substituted heteroaryl, optionally substituted heteroaryloxy or $NR^{19}R^{20}$;~~

~~R^{16}, R^{17} and R^{18} are each independently H or lower alkyl;~~

~~R^{19} and R^{20} are independently optionally substituted alkyl, optionally substituted aryl or optionally substituted heteroaryl;~~

R^2 and R^3 are ~~independently~~ both hydrogen~~, halogen, cyano, optionally substituted alkyl, optionally substituted alkoxy or optionally substituted aryl~~;

each R^4 is independently ~~halogen, nitro,~~ fluoro, chloro, bromo, cyano, cyano, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} cyanoalkyl or C_{1-3} alkoxy(C_{1-3})alkyl ~~optionally substituted C_{1-8} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted alkoxycarbonyl, optionally substituted alkylcarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, optionally substituted C_{3-7} cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted alkylthio or $R^{21}R^{22}N$~~;

~~R^{21} and R^{22} are each independently hydrogen, C_{1-8} alkyl, C_{3-7} cycloalkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, C_{3-7} cycloalkyl(C_{1-4})alkyl, C_{2-6} haloalkyl, C_{1-6} alkoxy(C_{1-6})alkyl, or C_{1-6} alkoxycarbonyl or R^{21} and R^{22} together with the N atom to which they are attached form a five, six or seven-membered heterocyclic ring which may contain one or two further heteroatoms selected from O, N or S and which may be optionally substituted by one or two C_{1-6} alkyl groups;~~

~~or 2 adjacent groups R^4 together with the carbon atoms to which they are attached form a 4, 5, 6, or 7 membered carbocyclic or heterocyclic ring which may be optionally substituted by halogen;~~

n is 0, 1~~,~~ or 2~~, 3 or 4~~;

each Ra is ~~independently~~ hydrogen~~, halogen, hydroxy, cyano, optionally substituted C_{1-8} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted alkoxycarbonyl, optionally substituted alkylcarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, optionally substituted C_{3-7} cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted alkylthio, optionally substituted arylthio or $R^{23}R^{24}N$;~~

~~R^{23} and R^{24} are each independently hydrogen, C_{1-8} alkyl, C_{3-7} cycloalkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, C_{3-7} cycloalkyl(C_{1-4})alkyl, C_{2-6} haloalkyl, C_{1-6} alkoxy(C_{1-6})alkyl, or C_{1-6} alkoxycarbonyl or R^{23} and R^{24} together with the N atom to which they are attached form a five, six or seven membered heterocyclic ring which may contain one or two further heteroatoms selected from O, N or S and which may be optionally substituted by one or two C_{1-6} alkyl groups;~~

~~or two Ra groups attached to the same carbon atom are =O or two Ra groups attached to adjacent carbon atoms form a bond, or two Ra groups together with the carbon atom to which they are attached form a three- to seven-membered ring, that may be saturated or unsaturated, and that may contain one or two hetero atoms selected from the group consisting of N, O and S, and which may be optionally substituted by one or two C_{1-6} alkyl groups;~~

~~or two Ra groups together form a group $-CH_2-$, $-CH=CH-$ or $-CH_2CH_2$;~~

p and ~~is 0, 1, 2, 3, 4, 5 or 6;~~

q ~~is 0, 1,~~ are both 2~~, 3, 4, 5 or 6 provided that p+q is 1, 2, 3, 4, 5 or 6~~; ~~and~~

R^8 is ~~optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted aryl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted alkoxycarbonyl, optionally substituted alkylcarbonyl or optionally substituted alkenylcarbonyl~~ phenyl(C_{1-4})alkyl (wherein the phenyl group is optionally substituted by halogen,

C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2, aryl, heteroaryl, amino or dialkylamino), heteroaryl(C_{1-6})alkyl (wherein the heteroaryl group is optionally substituted halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2, aryl, heteroaryl, amino or dialkylamino), phenyl(C_{2-6})alkenyl (wherein the phenyl group is optionally substituted by halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2, aryl, heteroaryl, amino or dialkylamino), heteroaryl(C_{2-6})alkenyl (wherein the heteroaryl group is optionally substituted by halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2, aryl, heteroaryl, amino or dialkylamino) or $-C(R^{51})(R^{52})-[CR^{53}=CR^{54}]z-R^{55}$;

z is 1 or 2;

R^{51} and R^{52} are each independently H, halogen or C_{1-2} alkyl;

R^{53} and R^{54} are each independently H, halogen, C_{1-4} alkyl or C_{1-4} haloalkyl; and

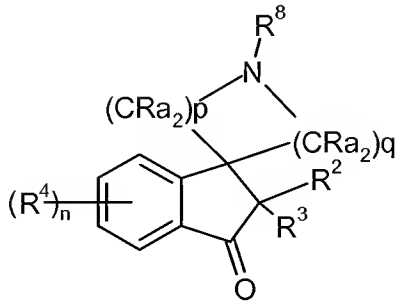
R^{55} is optionally substituted aryl or optionally substituted heteroaryl;

or salts ~~or N-oxides~~ thereof.

2. (Original) A compound according to claim 1 wherein X is NH and Y is a single bond or C=O.

3-7. (Cancelled)

8. (Currently Amended) A compound of formula II



(II)

wherein R^2, R^3, R^4, R^8, Ra, n, p and q are as defined in claim 1 and R^8 ~~may also be hydrogen or or *tert*- butoxycarbonyl~~ is $-C(R^{51})(R^{52})-[CR^{53}=CR^{54}]z-R^{55}$;

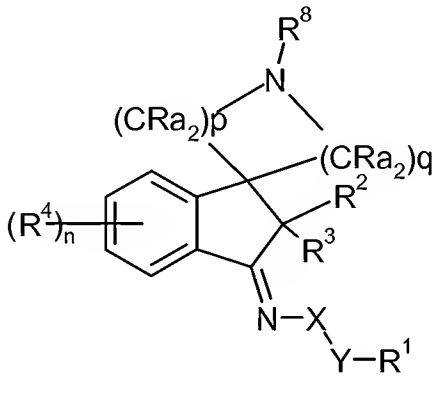
z is 1 or 2;

R^{51} and R^{52} are each independently H, halogen or C_{1-2} alkyl;

R^{53} and R^{54} are each independently H, halogen, C_{1-4} alkyl or C_{1-4} haloalkyl; and

R^{55} is phenyl substituted by halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2, aryl, heteroaryl, amino or dialkylamino; or R^{55} is heteroaryl substituted by halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2, aryl, heteroaryl, amino or dialkylamino; or

a compound of formula III



(III)

wherein X is NR^{11}, Y, R^1, R^2, R^3, R^4, Ra, n, p, ~~and~~ q and R^{11} are as defined in claim 1 and R^8 is hydrogen or *tert*- butoxycarbonyl.

9. (Previously Presented) An insecticidal acaricidal and nematicidal composition comprising an insecticidally, acaricidally or nematicidally effective amount of a compound of claim 1.

10. (Withdrawn) A method of combating and controlling insects, acarines, nematodes or molluscs which comprises applying to a pest, to a locus of a pest, or to a plant susceptible to attack by a pest an insecticidally, acaricidally, nematicidally or molluscicidally effective amount of a compound of claim 1.

11. (Currently Amended) A compound according to claim 1 wherein

X is NR^{11};

~~R^{11} is hydrogen, optionally substituted alkyl, optionally substituted aryl or optionally substituted heteroaryl~~; and

Y is C=O.

12. (Currently Amended) A compound according to claim 11 wherein X is NH ~~and Y is C=O~~.

13. (Currently Amended) A compound according to claim 12 wherein ~~each of Ra, R^2 and R^3 is independently hydrogen, and~~ n is 0.

14. (Cancelled)

15. (Currently Amended) A compound according to claim ~~14~~ 13 wherein R^1 is an optionally substituted heteroaryl.

16. (Currently Amended) A compound according to claim 15 wherein

R^8 is $-C(R^{51})(R^{52})-[CR^{53}=CR^{54}]z-R^{55}$;

~~z is 1 or 2;~~

~~R^{51} and R^{52} are each independently H, halo or C_{1-2} alkyl;~~

~~R^{53} and R^{54} are each independently H, halogen, C_{1-4} alkyl or C_{1-4} haloalkyl; and~~

~~R^{55} is optionally substituted aryl or optionally substituted heteroaryl~~.

17. (Previously Presented) A compound according to claim 16 wherein

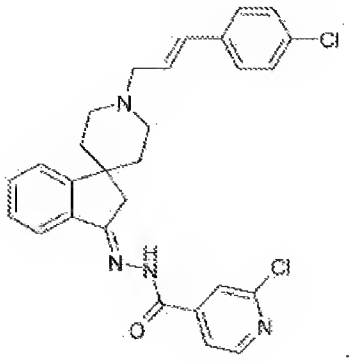
z is 1;

R^{51} and R^{52} are each independently H;

R^{53} and R^{54} are each independently H; and

R^{55} is optionally substituted aryl.

18. (Previously Presented) A compound according to claim 17 having a formula:



19. (Previously Presented) An insecticidal acaricidal and nematicidal composition comprising an insecticidally, acaricidally or nematicidally effective amount of a compound of claim 18.

20. (Previously Presented) An insecticidal acaricidal and nematicidal composition comprising an insecticidally, acaricidally or nematicidally effective amount of a compound of claim 14.

21. (New) A compound according to claim 1 wherein R^1 is pyridyl (optionally substituted by halogen, C_{1-3} alkyl or C_{1-3} haloalkyl).

22. (New) A compound according to claim 2 wherein R^1 is pyridyl (optionally substituted by halogen, C_{1-3} alkyl or C_{1-3} haloalkyl).

23. (New) A compound according to claim 1 wherein each R^4 is independently fluoro, chloro, bromo, C_{1-4} alkyl or C_{1-4} haloalkyl; and n is 1 or 2.

24. (New) A compound according to claim 1 wherein R^8 is $-C(R^{51})(R^{52})-[CR^{53}=CR^{54}]z-R^{55}$, and R^{55} is phenyl substituted by halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2, aryl, heteroaryl, amino or dialkylamino; or R^{55} is heteroaryl substituted by halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2, aryl, heteroaryl, amino or dialkylamino.

25. (New) A compound according to claim 24 wherein z is 1, R^{51} and R^{52} are both hydrogen, R^{53} and R^{54} are both hydrogen, and R^{55} is phenyl substituted with one to three substituents selected from halogen, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} haloalkyl, C_{1-4} haloalkoxy, CN, NO_2, aryl, heteroaryl, amino or dialkylamino.